



BellSouth Telecommunications, Inc. 615 214-6301
Suite 2101 Fax 615 214-7406
333 Commerce Street
Nashville, Tennessee 37201-3300

REC'D IN
REGULATORY DIV.
Guy M. Hicks
1999 NOV 22 PM 2 58

November 19, 1999

EXECUTIVE SECRETARY

VIA HAND DELIVERY

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: Approval of the Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. and U.S. Telco, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.
Docket No. ~~98-00044~~ 99-00898

Dear Mr. Waddell:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, U.S. Telco, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and thirteen copies of the attached Petition for Approval of the Amendment to the Resale Agreement. The Amendment terminates the Resale Agreement.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc: Kyle Dickson, Attorney for U.S. Telco, Inc.

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BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. and U. S. Telco, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. ~~98-00044~~

99-00898

**PETITION FOR APPROVAL OF AMENDMENT TO
THE RESALE AGREEMENT NEGOTIATED BETWEEN
BELLSOUTH TELECOMMUNICATIONS, INC.
AND U.S. TELCO, INC. PURSUANT TO THE
TELECOMMUNICATIONS ACT OF 1996**

COME NOW, U.S. Telco, Inc. ("U.S. Telco") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Resale Agreement dated July 22, 1997 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, U.S. Telco and BellSouth state the following:

1. U.S. Telco and BellSouth have successfully negotiated an agreement providing for the resale of BellSouth's telecommunications services to U.S. Telco. The Resale Agreement was approved by the Tennessee Regulatory Authority ("TRA") on March 24, 1998.

2. The parties have recently negotiated an amendment to the Resale Agreement which terminates the Resale Agreement. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, U.S. Telco and BellSouth are submitting their Amendment to the TRA for its consideration and approval.

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4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between U.S. Telco and BellSouth within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. U.S. Telco and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

U.S. Telco and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 22 day of Nov, 1999.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

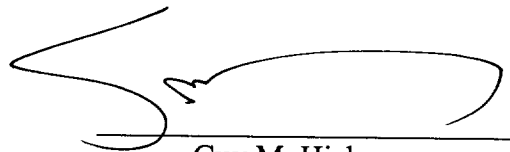
By: 

Guy M. Hicks
333 Commerce Street
Suite 2101
Nashville, TN 37201-3300
615/214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 22 day of Feb, 1999.

Kyle Dickson, Esq.
U.S. Telco, Inc.
5215 North O'Connor, Suite 300
Irving, Texas 75309
Attorney for U.S. Telco



Guy M. Hicks

AMENDMENT TO
RESALE AGREEMENT BETWEEN
BELLSOUTH TELECOMMUNICATIONS, INC.
AND U.S. TELCO, INC.
DATED JULY 22, 1997

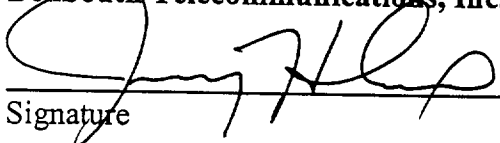
Pursuant to this Agreement (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth") and U.S. Telco, Inc. ("US Telco") hereinafter referred to collectively as the "Parties" hereby agree to amend that certain Resale Agreement between the Parties dated July 22, 1997 ("Resale Agreement").

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, BellSouth and US Telco hereby covenant and agree as follows:

1. The Resale Agreement dated July 22, 1997, between BellSouth and US Telco has hereby been terminated and is no longer of any further effect pursuant to the written request received on October 4, 1999, from US Telco. Should US Telco seek to establish an agreement for Resale or Interconnection with BellSouth at a later date in the future, US Telco shall contact BellSouth at that time to initiate the negotiations process for the requested agreement.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

BellSouth Telecommunications, Inc.

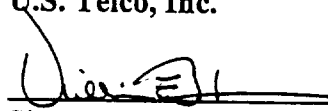

Signature

Jerry D. Hendrix
Name

Sr. Director
Title

10/11/99
Date

U.S. Telco, Inc.


Signature

William E. Brown
Name

Secretary & General Counsel
Title

10-5-99
Date